

A dynamic illustration of Spider-Man in his classic red and blue suit, shown from the waist up. He is in a crouched, ready position, with his right hand extended forward and his left hand near his chest. The background is a detailed, high-angle view of a city street with buildings and a brick wall. The entire image is framed by a blue border with a repeating spider web pattern.

# ULTIMATE SPIDER-MAN

VOL  
2

## LEARNING CURVE

**MARVEL**



**ULTIMATE**

**SPIDER-MAN  
LEARNING  
CURVE**





# LEARNING CURVE

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YOU  
RENT-A-COPS  
THINK YOU MAKE  
ENOUGH AN HOUR TO  
TAKE ANOTHER HIT  
OF THAT?

THEN HAND  
OVER A COUPLE OF  
BAGS, AND MAKE IT  
SNAPPY.

I HAVE A  
FULL PLATE  
TODAY.



PLEASE --  
PLEASE JUST  
TAKE --  
-- TAKE  
WHATEVER YOU  
WANT...



NO.

I WANT YOU  
TO CRAWL OVER  
HERE AND HAND  
IT TO ME.

I WANT  
YOU TO GIVE  
IT TO ME.



OH, IF  
YOU SAY  
SO...

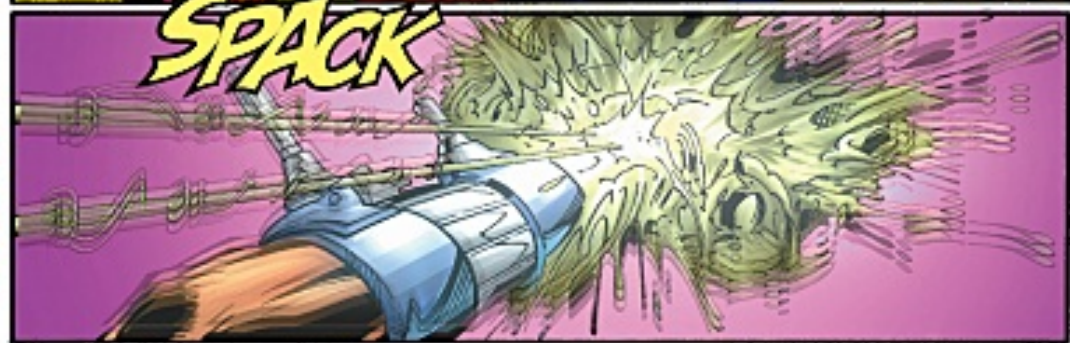




... BUT YOU WALKED RIGHT INTO THAT ONE.

**WORKING STIFF**







MAN, I COULD'VE  
HANDLED THAT  
BETTER.

HE COULD HAVE REALLY  
HURT SOMEONE IN THE  
CROWD. I SHOULD HAVE  
DISARMED HIM BEFORE  
HE KNEW WHAT HIT HIM.



HOW  
YOU GUYS  
DOING?

IF ANY  
OF YOU HAVE  
A CELL PHONE  
NOW WOULD BE  
THE TIME TO  
CALL THE --

JUST --  
TAKE IT.

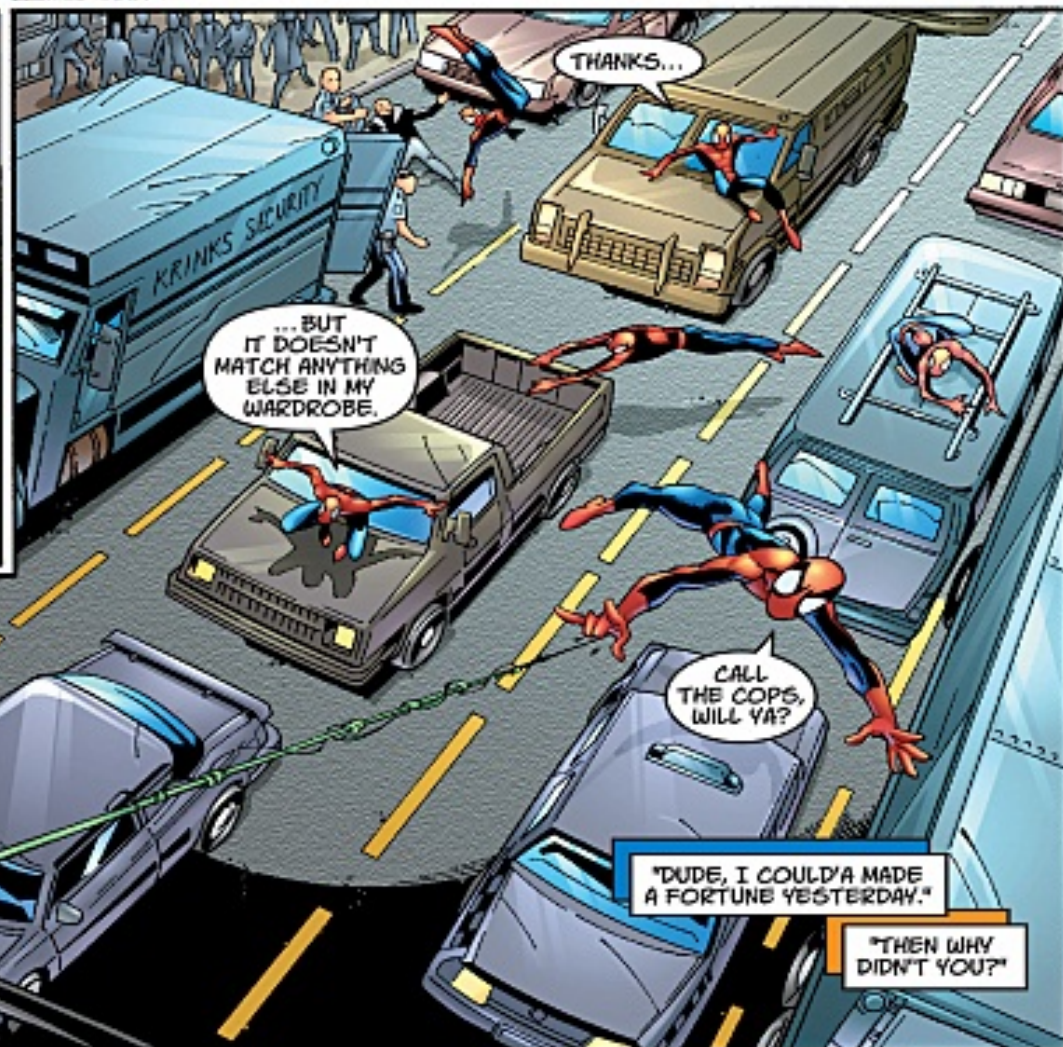
WHAT?



JUST  
TAKE WHAT  
YOU WANT?  
TAKE IT.



WHAT?



THANKS...

...BUT  
IT DOESN'T  
MATCH ANYTHING  
ELSE IN MY  
WARDROBE.

CALL  
THE COPS,  
WILL YA?

"DUDE, I COULD'A MADE  
A FORTUNE YESTERDAY."

"THEN WHY  
DIDN'T YOU?"





'CAUSE I WASN'T THERE IN BROOKLYN WHEN SPIDER-MAN SHOWED UP.

"SHOWED UP" SPEAK ENGLISH MUCH?

WHISPER MAN, I CAN'T HANDLE MORE DETENTION.



SPIDER-MAN WAS IN BROOKLYN?

YEAH!

WHISPER, COME ON.

HOW WOULD THAT MAKE YOU MONEY?

MY DAD SAID THAT THE PAPER IS OFFERING LIKE A BOATLOAD OF DOUGH FOR A PICTURE OF SPIDER-MAN.

SERIOUSLY?

SO SICK OF HEARING ABOUT THIS...



MAN, AND HE WAS RIGHT HERE.

AND I WAS IN BROOKLYN LAST NIGHT TOO.

THAT'S TWICE I ALMOST COULD'A HAD A CHANCE AT THE MONEY.



YEAH, IF NOT FOR THE FACT THAT YOU DON'T HAVE A CAMERA...

...YOU DON'T OWN A CAMERA...

...AND WHEN SPIDER-MAN WAS HERE LAST WEEK YOU WERE RUNNING AROUND LIKE A LITTLE GIRL SCREAMING FOR YOUR MOMMY...



DUDE, WE ALL WERE SCREAMING AND RUNNING AROUND.

YEAH, BUT YOU REALLY WERE.

CAN YOU PLEASE TAKE THIS SOMEWHERE --?

SCREW YOU MAN, YOU'LL SEE.



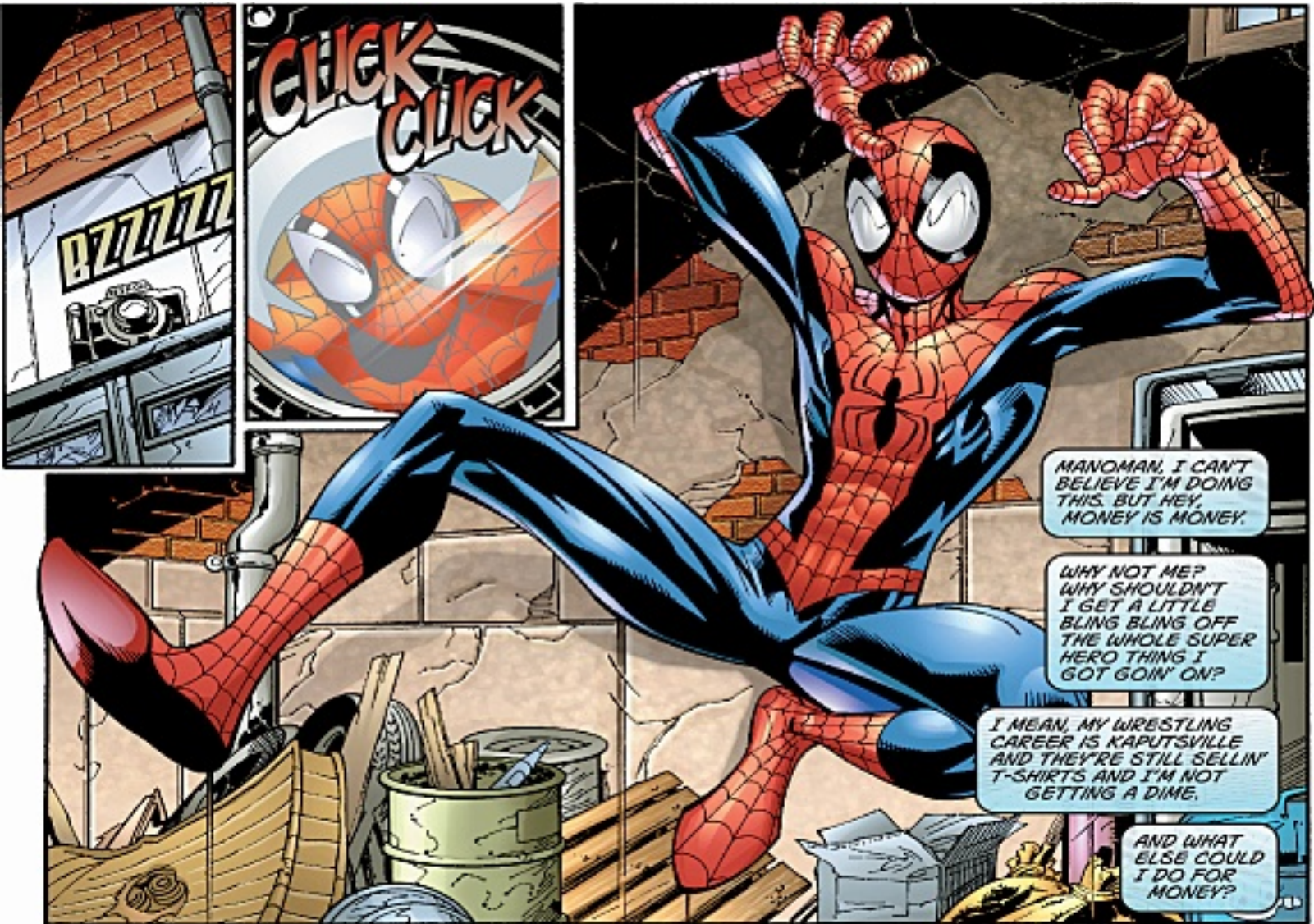
SOMEONE'S GONNA BUMP INTO SPIDER-MAN AND GET THAT BIG MONEY FOR NOTHIN' BUT TAKING A PICTURE --

-- AND ALL'S I'M SAYIN' IS THAT IT SHOULD'A BEEN ME.

"ALL'S?"

BZZZZZZZZZZ





MANOMAN, I CAN'T BELIEVE I'M DOING THIS. BUT HEY, MONEY IS MONEY.

WHY NOT ME? WHY SHOULDN'T I GET A LITTLE BLING BLING OFF THE WHOLE SUPER HERO THING I GOT GOIN' ON?

I MEAN, MY WRESTLING CAREER IS KAPUTSVILLE AND THEY'RE STILL SELLIN' T-SHIRTS AND I'M NOT GETTING A DIME.

AND WHAT ELSE COULD I DO FOR MONEY?

I GOTTA AT LEAST TRY TO HELP OUT AT HOME --

-- WITH UNCLE BEN GONE, IT'S ALL ON MY AUNT MAY'S SHOULDERS.

IF I CAN GET A LITTLE BANK -- I'LL GET A LITTLE BANK.

CLICK  
CLICK  
CLICK

WAIT, DID I EVEN PUT FILM IN THIS?













I'M WORKING ON IT.

"WORKING ON IT."



BEN, IF YOU PAID WHATEVER THIS PAPER COSTS EVERY MORNING TO SIT DOWN AND READ IT WITH THE MORNING CUP OF JOE, WOULD YOU BE INTERESTED IN A STORY ABOUT SOME CREATURE THAT LIVES IN THE SEWER?

YES.



























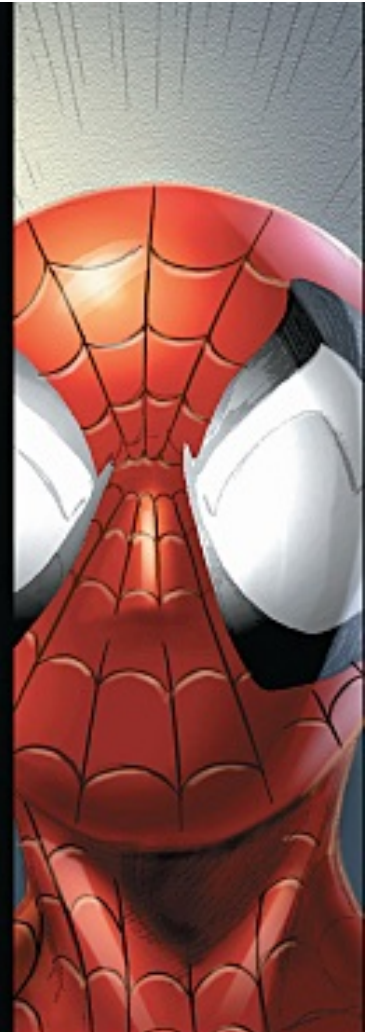
WHAT WAS THAT?

I'M COMING. HOLD ON...  
HELP'S ON THE WAY.



HELLO?





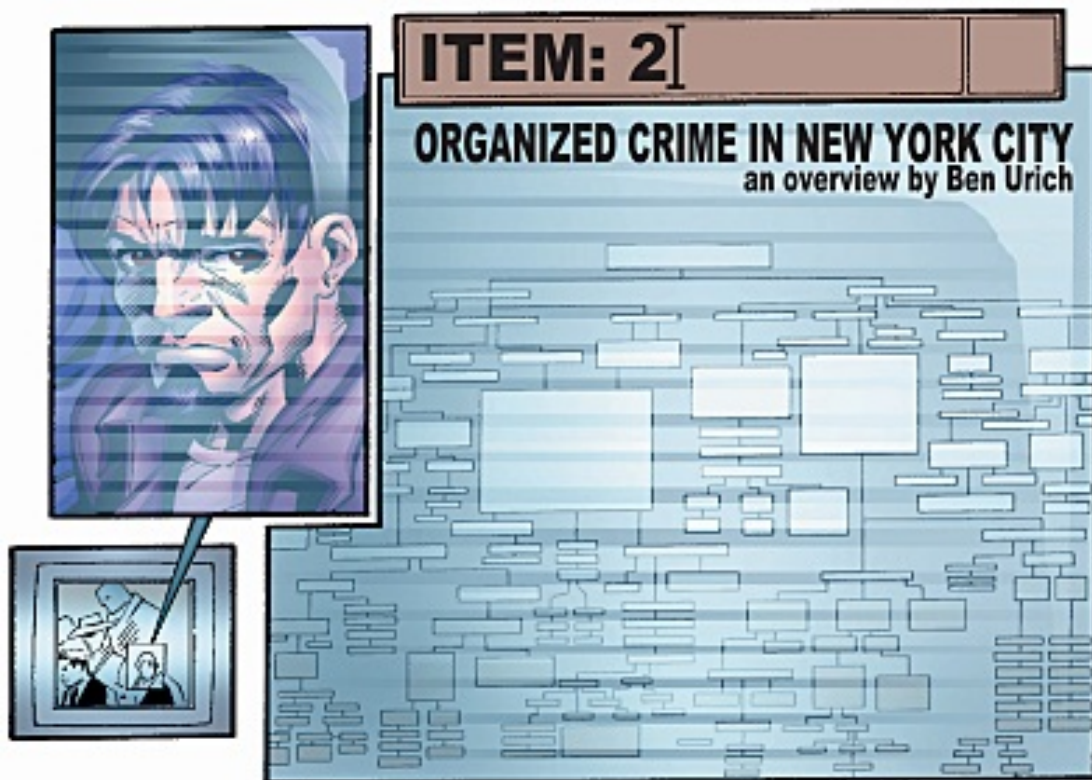




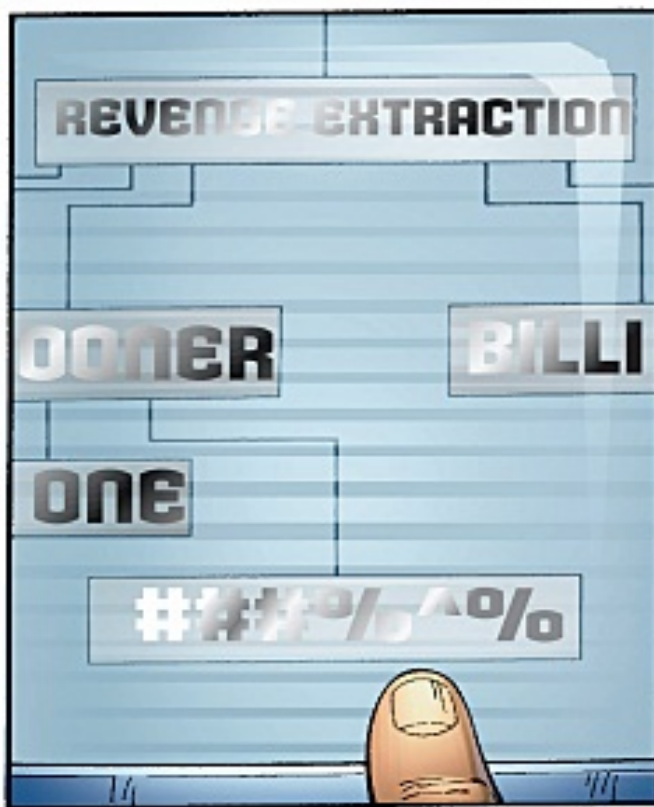
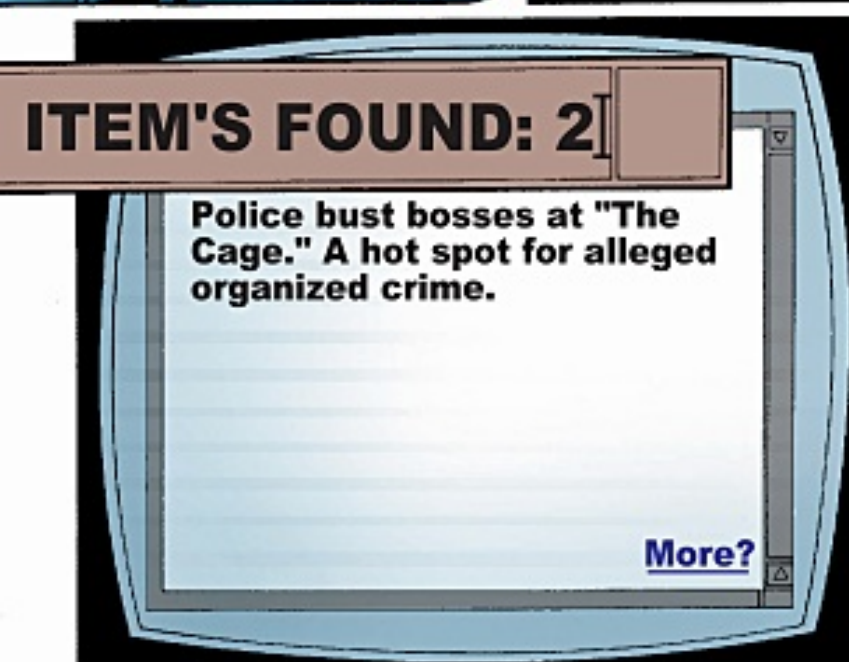








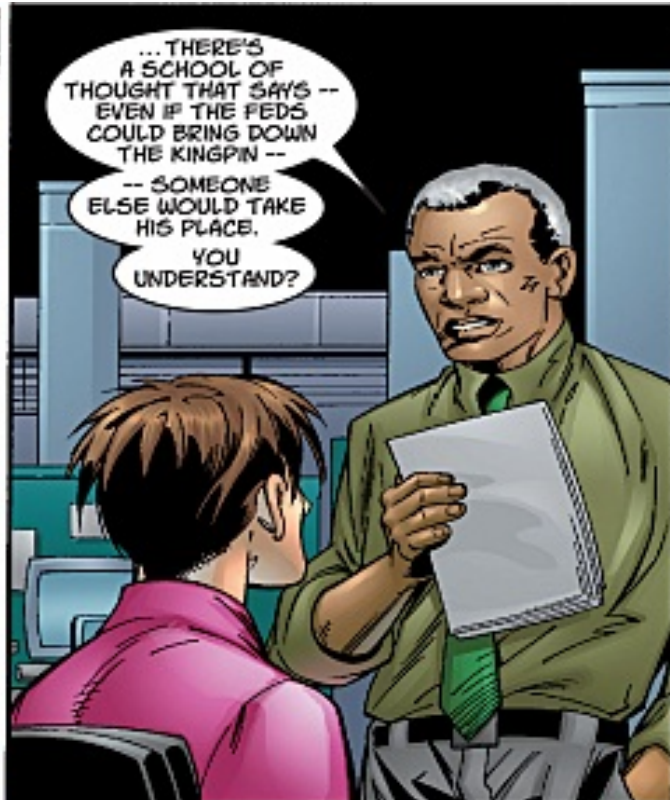












# WILSON FISK

## THE KINGPIN











OX, YOU KNOW WHAT I'D LIKE TO DO...

WHAT?

I'D LIKE TO KNOCK OVER THAT BURGER JOINT.

WHICH ONE? THIS IS NEW YORK CITY, THERE'S A MILLION OF THEM.



THE ONE ON -- IT'S OVER THERE ON 58TH AND 10TH.

WHY?

YO, YOU MEAN THE McDONALD'S.



YEAH.

WHY?

JUST DON'T LIKE THE PLACE.

WHAT'S NOT TO LIKE? THEY GOT A NEW NINETY NINE CENT MENU.



JUST SICK OF LOOKING AT IT ALL THE TIME.

WHAT DID THEY DO TO YOU?

NOTHING.

COME ON, DAN. THEY DID SOMETHING.

NAH, I JUST -- WELL, I APPLIED FOR A JOB THERE AND THEY NEVER CALLED ME BACK. KIND OF IRRITATES ME.

WHEN WAS THIS?

YOU KNOW, BACK IN HIGH SCHOOL.



WHAT?



WHAT WAS THAT? IN 1887?

I GET OVER IT.

I'M OVER IT.

OH YEAH.

I AM.

THAT'S WHY YOU WANT TO KNOCK IT OVER.

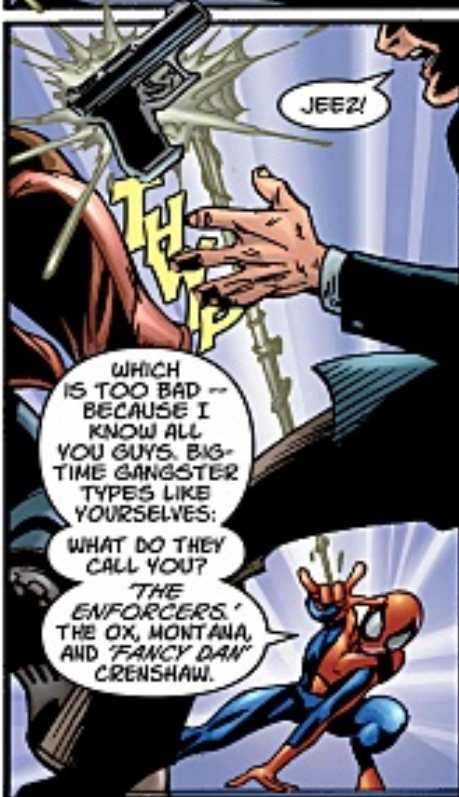
HEY, THE PLACE IRRITATES ME EVERY TIME I LOOK AT IT.

YOU'RE A WACKY L'L DUDE. YOU KNOW THAT?





















EEEWW--  
WHAT IS  
THIS?

I TOLD  
YOU --  
UGH!

I TOLD  
YOU THIS WAS  
BAD NEWS.

OH,  
COME  
ON!



HOLY...

NOW,  
YOU...

...GUH  
GUHKK...

...YOU GO  
OVER THERE WITH  
YOUR FRIENDS -- YOU  
LITTLE PAIN IN THE  
TUSHIE.



OOF!

GOD!  
AAHH!! --  
WHAT IS THIS  
STUFF?

AAH!



OKAY.  
I COULD  
CARE LESS ABOUT  
THE --

-- GHUU --

-- THE  
BUNCH  
OF YOU,  
YA FREAKY  
WEIRDOS.

YOU  
WORK  
FOR THE  
KINGPIN --

-- I  
KNOW ALL  
ABOUT YOU --  
AND I WANT  
YOU TO TAKE  
ME TO HIM.



THE  
KINGPIN...  
...WELL,  
WHY DIDN'T  
YOU SAY  
SO?









KIND OF A  
WEAK PLAN, DON'T  
YA THINK?



WHO ARE  
YOU?



HOW OLD ARE  
YOU?

WHO ARE  
YOU?

WELL, IF IT'S  
THE KINGPIN YOU WANT,  
YOU WENT ABOUT IT THE  
WRONG WAY.

SEE, JUST  
BECAUSE WE WORK IN  
HIS TERRITORY DOESN'T  
MEAN WE GET TO HANG  
WITH HIM.

THIS ISN'T HIS CLUBHOUSE.



YOU WANT TO GET  
AT THE KINGPIN? I'LL  
TELL YOU --  
YOU FIND  
SOMETHING HE WANTS,  
SOMETHING HE LOVES, AND  
JUST... TRY TO KEEP  
IT FROM HIM.

THAT... HE  
HATES MORE THAN  
ANYTHING.



IT'S NOT  
A BIG SECRET  
THAT THE KINGPIN --  
WILSON FISK --  
WILL BE THROWING A  
GALA FUND-RAISER  
IN HIS OFFICE  
TOWER FRIDAY  
NIGHT.

IT'S A  
REAL M.V.P./V.I.P.  
SHINDIG. VERY  
LEGIT.

WHAT  
YOU DON'T  
KNOW IS  
THAT THIS  
LITTLE SHINDIG  
IS A VERY  
IMPORTANT  
STEP FOR  
HIM.

IT'S --  
VERY --  
IMPORTANT --  
TO HIS  
FUTURE.

SO, I WONDER  
WHAT AN EVENT  
LIKE THIS COULD  
OFFER SOMEONE  
OF YOUR UNIQUE  
ABILITIES?

WHY ARE  
YOU TELLING  
ME THIS?

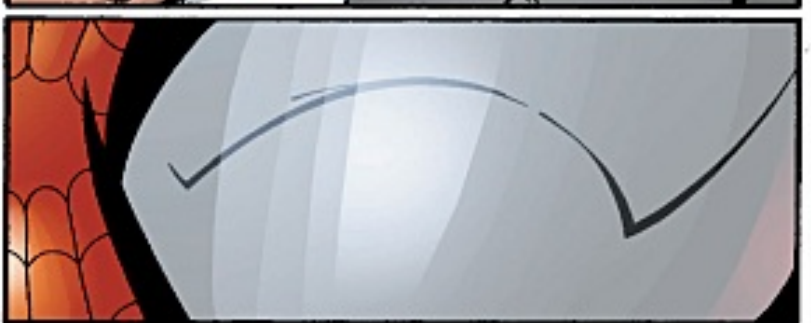


WELL, JUST BECAUSE  
WE HAVE TO WORK  
FOR HIM...

... DOESN'T MEAN  
WE HAVE TO HAVE HIS  
BEST INTERESTS  
AT HEART.

EVERYONE  
FREEZE!







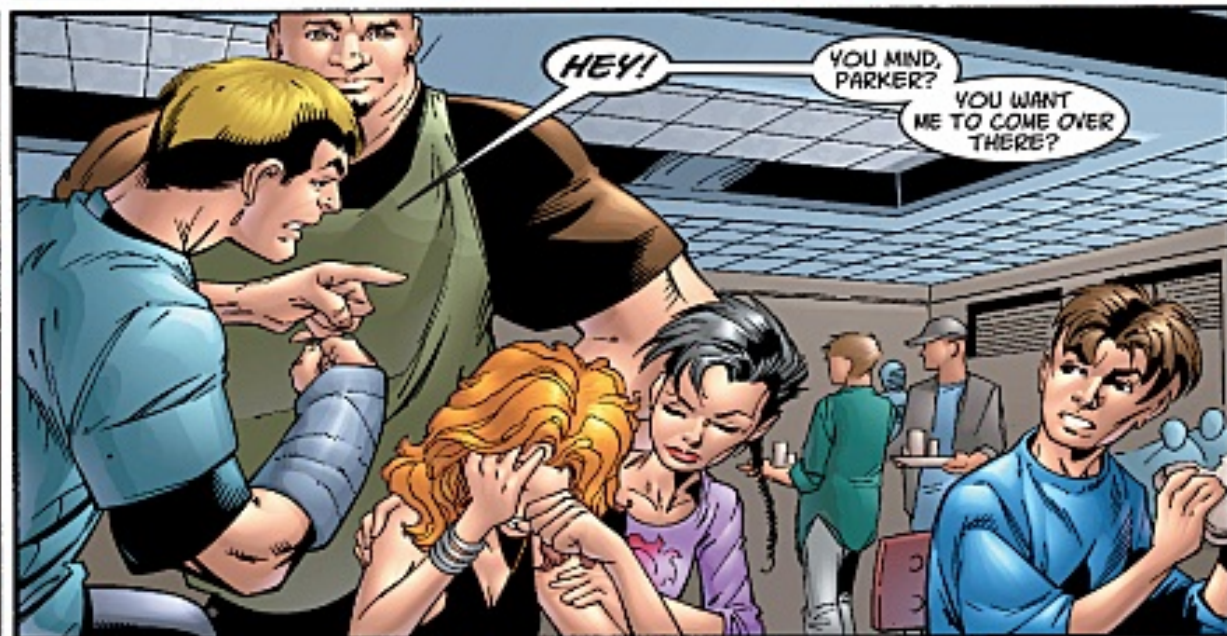




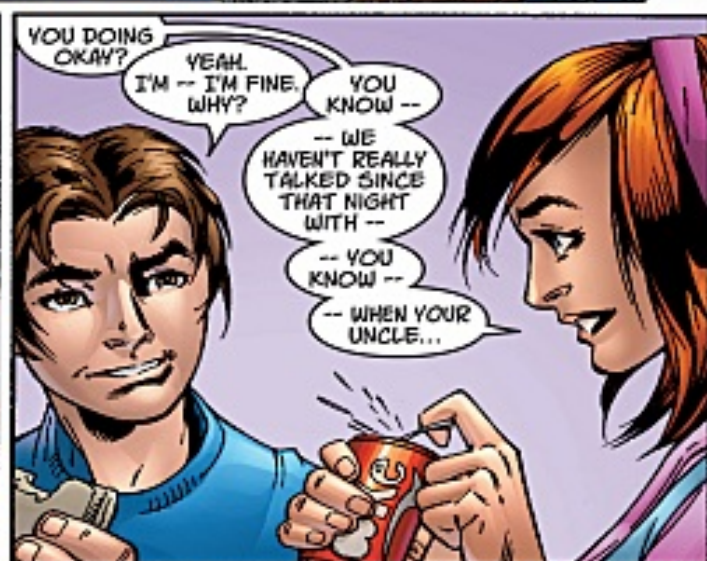
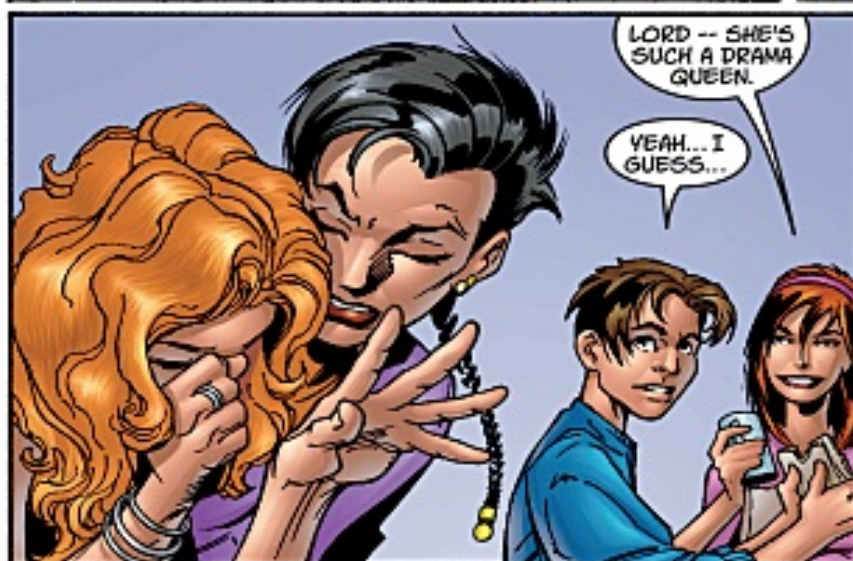
## SPIDER-MAN: MOB MENACE





















# DAILY BUGLE

est. 1961

THIS IS AN  
UPDATE ON THAT  
RIDICULOUS 'HULK'  
STORY.

POST THAT  
ASAP. IT'LL BE  
IN THE MORNING  
EDITION.  
AND  
THERE'S ART  
COMING.

OKAY.

SPIDER-MAN  
AGAIN...

PPFFTTT...

MR. JAMESON,  
SIR?  
UM --  
CAN I ASK YOU A  
QUESTION?

I SUPPOSE.

THESE STORIES -- THE  
SPIDER-MAN ONES...  
THEY -- I  
DON'T KNOW.

THEY DON'T  
SEEM VERY FAIR-  
MINDED.

I HEAR ALL  
KINDS OF STUFF LIKE  
HE'S ALWAYS SWINGING  
AROUND AND HELPING  
PEOPLE...

BUT WHEN  
I READ ABOUT  
IT HERE, IT'S  
LIKE --

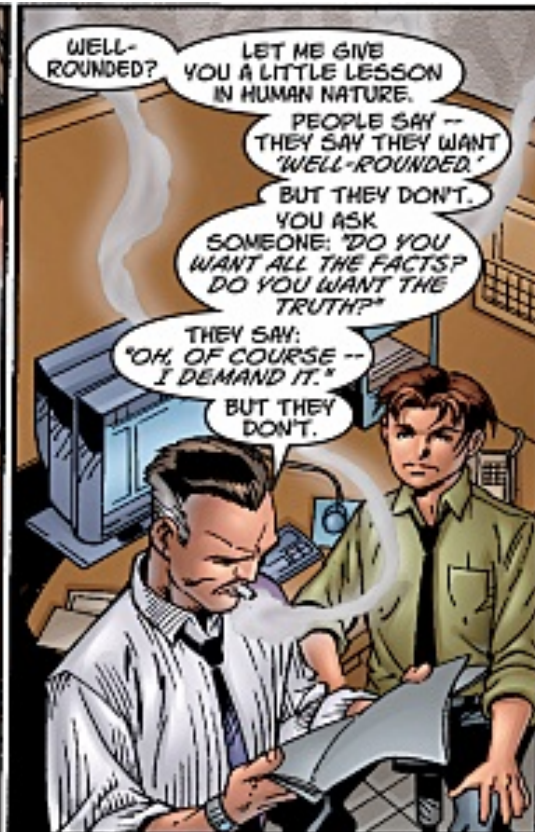
WELL,  
IT'S LIKE HE'S  
THE BAD GUY OR  
SOMETHING.

WOULDN'T IT BE BETTER TO  
PRESENT A MORE --

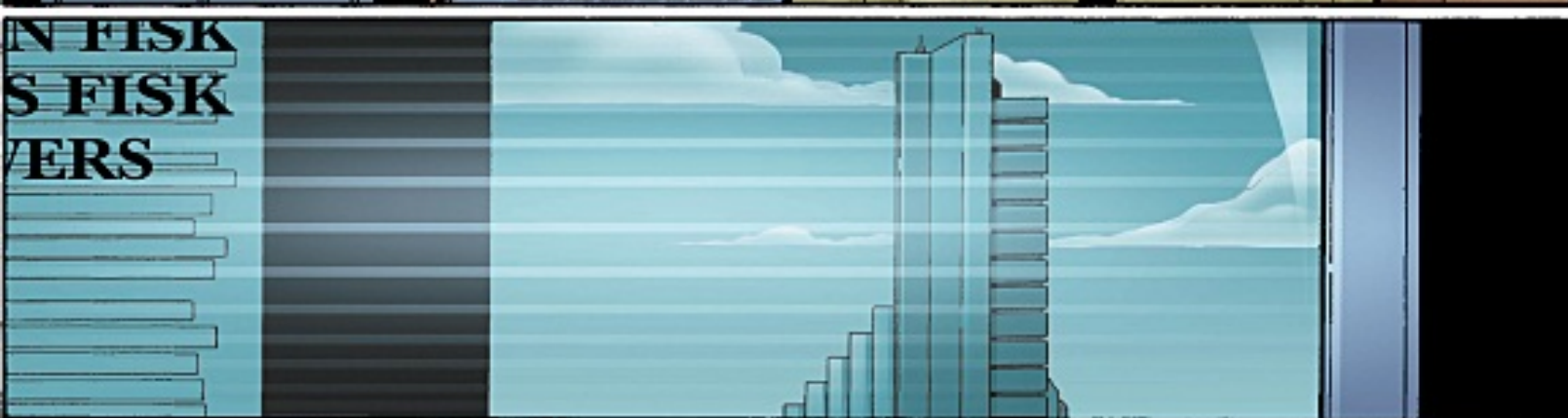
WHAT'S  
THE WORD  
I'M --

-- A  
MORE WELL-  
ROUNDED  
LOOK?













FOR IT IS HIS FUND-RAISING EFFORTS ALONE THAT WILL KEEP THE MIDTOWN HOSPICE OPEN AFTER THE HORRIBLE ATTACK ON OUR CITY.

I JUST WANT TO SAY THAT IT IS IN TIMES OF NEED THAT YOU FIND OUT WHO THE FRIENDS OF THE CITY REALLY ARE --

-- AND WE NOW KNOW THAT WILSON FISK IS A FRIEND TO NEW YORK CITY.

POP POP POP  
CLAP CLAP CLAP CLAP CLAP CLAP

GIVE ME A BREAK...

AFTER ALL THAT TUB OF GOO HAS TAKEN FROM THIS CITY, THE DRUGS, THE THIEVERY, THE MURDER.

HE TAKES A PIECE OF EVERYTHING THIS SIDE OF THE MIDTOWN TUNNEL.

ALL THE PEOPLE AROUND HIM WHO HAVE DISAPPEARED.

HE WRITES A CHECK AND -- TA DAA! HE'S ONE OF THE GOOD GUYS.

HE'S A GOOD GUY AND SOMEHOW I'M A BAD GUY. FANTASTIC!



OKAY.

I READ EVERY FLUFF  
PIECE OF YELLOW JOURNALISM  
THE BUGLE EVER WROTE ON FISK.

EVERY OP ED PIECE. EVERY  
CARTOON. EVERY LETTER TO  
THE EDITOR.

HIS OFFICE -- HIS  
'PALATIAL' OFFICE IS  
ON THE 34TH FLOOR.

ANOTHER  
SMOKER.  
SO GROSS.  
BUT THAT  
MEANS THE  
WINDOW IS  
UNLOCKED.



BUT, WHAT AM I  
LOOKING FOR?





YOU KNOW WHAT?  
I'M GETTING THAT  
FUNNY FEELING AGAIN.



LIKE THIS TOO MIGHT  
NOT HAVE BEEN SUCH  
A REALLY GOOD IDEA.









OKAY, SO IT TOOK ME, LIKE, FOREVER,  
BUT I FINALLY FIGURED OUT WHAT THIS  
TINGLING IN THE BACK OF MY NECK IS.

I'VE BEEN GETTING THE TINGLING OFF AND  
ON SINCE I GOT BITTEN BY THAT SPIDER  
THAT TURNED ME INTO THE CUTEST  
SUPER HERO IN THE TRI-STATE AREA.

BUT I WASN'T PUTTING TWO  
AND TWO TOGETHER UNTIL NOW.

SO, MENTAL NOTE:  
THE TINGLE MEANS  
SOMETHING BAD IS  
ABOUT TO HAPPEN.

THE TINGLE MEANS  
I AM IN TROUBLE.

AND, OF COURSE,  
THE TINGLE IS  
HAPPENING...  
RIGHT... NOW.

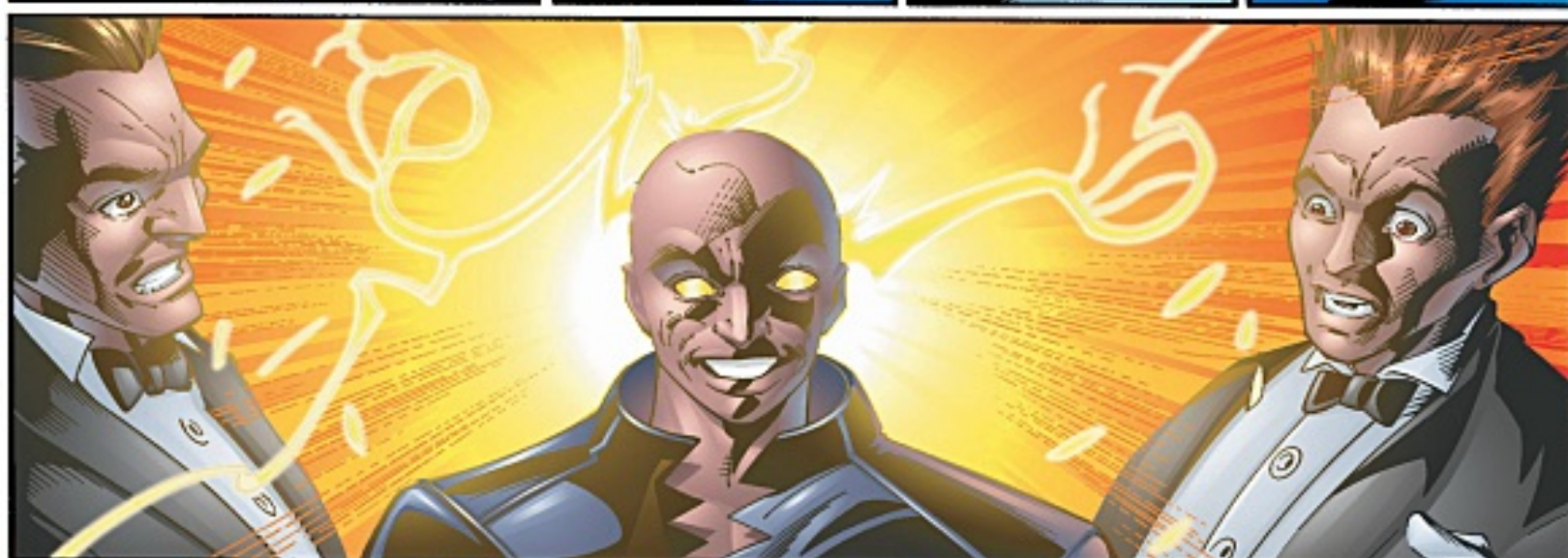
CAN  
I HELP  
YOU?















**KRAPOOM**











UUGGHH...



IT'S A  
FREAKIN'  
KID.

A KID?  
HUH, DO YOU  
RECOGNIZE  
HIM?

NOPE.

WELL,  
AIN'T THAT THE  
LITTLE FREAKY  
SPIDER-DUDE THAT  
WAS MESSIN' WITH MR.  
BIG THE OTHER  
NIGHT?

YEAH,  
THAT'S WHAT THE  
PAPER SAID.



TELL MR. BIG HIS  
PRESENCE IS  
REQUIRED.

WHAT  
SHOULD WE DO  
WITH THIS?

TOSS HIM  
OUT THE WAY HE  
GOT IN.



ANYTHING  
ELSE,  
BOSS?

YES. FIND  
THIS CARSON DALY  
PERSON AND  
DESTROY HIM.

YES  
SIR.











DEAR PETER  
PARKER --

YOU STINK.

SINCERELY,  
PETER PARKER.

LET'S RECAP, SHALL WE?

THEY SPANKED YOU,  
ELECTROCUTED YOU,  
BROKE YOUR WEB  
SHOOTER, YANKED  
OFF YOUR MASK, AND  
TOSSED YOU OUT  
THE WINDOW OF A  
SKYSCRAPER.

AND I WAS ONLY IN  
THERE FOR THIRTY  
SECONDS. GOD!

I WAS ELECTROCUTED  
AND THROWN OFF A  
SKYSCRAPER!

OH MY GOD -- I'M  
SUCH AN IDIOT!

I HAD NO BUSINESS  
GOING IN THERE. NONE.

I HAD NO IDEA WHO I WAS  
UP AGAINST. I HAD NO IDEA  
WHAT THEY COULD DO.

AND YOU'D THINK I WOULD  
HAVE LEARNED AFTER THOSE  
ENFORCER GUYS THE OTHER  
DAY, BUT NO.

NO, I JUST CRAWL  
RIGHT UP THERE  
AND DO IT AGAIN.

MAN, THEY TOOK MY MASK.  
THAT'S GOT TO BE THE  
WORST THING THAT COULD  
HAPPEN TO A SUPER HERO.

MY WHOLE BODY IS  
SORE. AT LEAST THERE'S  
NO SCHOOL TOMORROW.

HOW MUCH JUICE DID THAT  
BALD FREAK HIT ME WITH?

AND DID MY POWERS SAVE ME FROM BEING ELECTROCUTED  
OR IS IT NOT AS BIG A VOLTAGE AS IT LOOKED LIKE?

VOLTAGE?! GOD, SOMEONE TRIED TO  
ELECTROCUTE ME! A GUY WITH ELECTRIC POWERS?!  
WHERE DO YOU GET ELECTRIC POWERS?!

ANNN! I'M SO MAD AT MYSELF I COULD SCREAM.









NOT AS AN  
AUNT OR AS A  
PERSON WHO  
IS RELATED  
TO YOU...

JUST AS  
A PERSON.

DO  
YOU LIKE ME  
AS A  
PERSON?



YEAH, OF  
COURSE.



WELL,  
YOU'RE NEVER  
HERE.

YOU  
OBVIOUSLY  
HAVE OTHER  
PLACES YOU'D  
RATHER  
BE.

OTHER  
THINGS TO  
PREOCCUPY  
YOURSELF  
WITH.



YEAH --  
BUT WE'RE  
BOTH BUSY, RIGHT?  
YOU HAVE TO WORK  
AND THE -- I JUST  
THOUGHT...

I MEAN,  
I KNOW LIFE SORT  
OF THREW US  
TOGETHER IN THIS  
HOUSE.

WHAT?



IT'S OKAY  
TO SAY IT,  
PETER.  
WE'RE  
THE ONLY  
ONES LEFT  
NOW.

THIS --  
THIS ISN'T THE  
LIFE EITHER OF  
US CHOSE.

THIS  
ISN'T THE LIFE  
EITHER OF US  
ENVISIONED.

IT'S JUST  
THE LIFE WE  
SEEM TO FIND  
OURSELVES  
WITH.









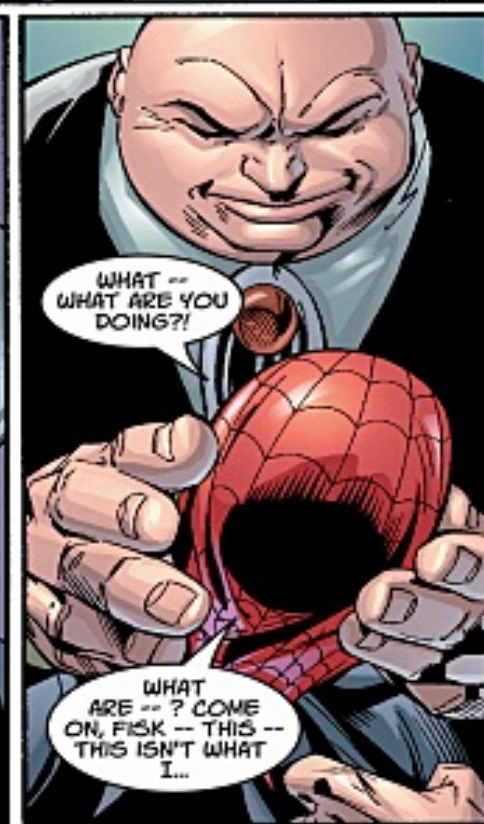




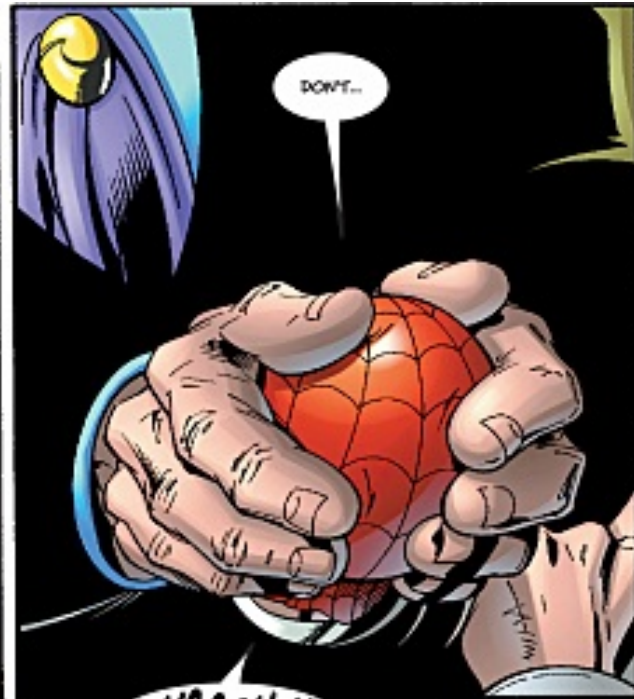














SUNDAY MORNING.

"GIVE US A MINUTE AND WE GIVE YOU THE WORLD."

"OUR TOP STORY..."

"OF COURSE, THIS NEWS WOULD BE SHOCKING ENOUGH..."

"...BUT EARLY AND UNCONFIRMED POLICE REPORTS SAY THAT FOSWELL WAS FOUND WITH HIS HEAD VIOLENTLY CRUSHED..."

"ALLEGED ORGANIZED CRIME FIGURE FREDRICK FOSWELL, BETTER KNOWN AMONG ORGANIZED CRIME CIRCLES AS MR. BIG WAS FOUND DEAD FLOATING IN THE EAST RIVER."

...AND WEARING THE MASK OF THE MAN THE MEDIA HAS REFERRED TO AS SPIDER-MAN.

WAS THE BODY DUMPED INTO THE RIVER FROM ANOTHER LOCATION?

AND WHAT IS THE SIGNIFICANCE OF THE MASK?

THESE ARE THE QUESTIONS PLAGUING LAW ENFORCEMENT THIS EARLY MORNING.

WITH THE FEDERAL BUREAU OF INVESTIGATION REPORTING AN ENCOUNTER BETWEEN THIS PERSON KNOWN AS SPIDER-MAN AND THE LATE "MR. BIG" AS LATE AS LAST WEDNESDAY...

...ONE HAS TO WONDER WHAT THIS BIZARRE TURN OF EVENTS MEANS.

OFFICER, IS SPIDER-MAN A SUSPECT IN THIS MURDER?

IF THE CORONER DOES INDEED RULE THIS A HOMICIDE IT WOULD GO WITHOUT SAYING THAT WHOEVER THIS SPIDER-MAN IS -- IS DEFINITELY ON THE SHORT LIST OF SUSPECTS -- YES.

SO, ARE YOU GOING TO...

MA'AM, AT THIS POINT IT IS JUST TOO EARLY TO SAY, EXCUSE ME.

YOU HEARD IT HERE, A DEAD BODY OF A KNOWN ORGANIZED CRIME FIGURE FOUND WEARING A SPIDER-MAN MASK.

A POLICE INVESTIGATION UNDERWAY. STAY TUNED FOR FURTHER DEVELOPMENTS.

NO, I WAS WRONG.

THEM TAKING MY MASK WASN'T THE WORST THING THAT COULD HAPPEN TO A SUPER HERO.

THIS! THIS IS THE WORST THING THAT CAN HAPPEN TO A SUPER-HERO.



MIDTOWN HIGH SCHOOL

OKAY.  
LET'S TALK  
ABOUT THE  
NIXON  
TAPES.

DID  
ANYBODY  
READ THEIR  
CHAPTERS?  
ANYONE?  
GOOD.

YOU KIDS ARE LUCKY,  
BECAUSE MOST OF  
THESE TAPES WERE  
JUST RELEASED TO  
THE PUBLIC OVER  
THE PAST FEW  
YEARS.

BEFORE  
THAT -- MOST OF  
THE INFORMATION  
WAS ONLY HEARD BY  
A HANDFUL OF  
PEOPLE.

YOU KNOW, INITIALLY NIXON  
HAD DECIDED TO DESTROY  
THE TAPES, BEFORE ANY  
OUTSIDER EVEN LEARNED  
OF THEM.

THAT'S A  
DECISION THAT  
MIGHT  
HAVE SAVED HIS  
PRESIDENCY.

BUT HE  
DIDN'T.

SO  
LET'S OPEN  
YOUR BOOKS  
TO PAGE  
323.

POLITICAL  
SCIENCE

ENOUGH  
WITH SPIDER-MAN  
ALREADY!

ENOUGH!

SO, WHAT DID WE GET  
FROM THE TAPES? HMM?  
ANYONE? WHAT DO WE  
HEAR?  
CAN YOU  
DESCRIBE WHAT  
FEELINGS YOU GOT  
FROM THE PARTS  
OF THE TAPES WE  
LISTENED TO?  
ANYONE?















I HAVE BEEN SUCH A PINHEAD.

JUST BECAUSE I HAVE THESE SPIDER-POWERS DOESN'T MEAN I SHOULD STOP USING MY BRAIN.

I HAVE TOTALLY BEEN HITTING THE PAUSE BUTTON ON MY CRANIUM EVERY TIME I PUT ON THE SPIDEY COSTUME...

... AND THAT AIN'T GONNA FLY NO MORE.

I'M LUCKY TO BE ALIVE.

HOW MANY TIMES AM I GOING TO ESCAPE SOMETHING LIKE WHAT HAPPENED AT THE KINGPIN'S TOWER BEFORE I GET MYSELF INTO GEAR?

AND SPEAKING OF WHICH, WHERE DOES SOMEONE LIKE THE KINGPIN GET SOMETHING LIKE ELECTRIC BODYGUARDS?

AND MAN, THAT ELECTRO GUY CREEPED ME OUT TO NO END.

IS HE ONE OF THOSE MUTANTS OR WHAT?

HE REALLY TRIED TO FRY ME. I'M STILL ACHY.

OOOF -- IF I'M EVER GOING TO TRY TO GO BACK IN THERE -- I NEED TO KNOW FOR SURE WHY AND HOW!

THE COMPANY THAT MAKES THE SURVEILLANCE EQUIPMENT THE KINGPIN USES IS A HUGE COMPANY AND I FIND THE CAMERA ONLINE JUST LIKE THAT.

GOD BLESS SEARCH ENGINES.

AND THERE IS A CUSTOMER SERVICE E-MAIL ADDRESS.

AND SETTING UP A FAKE E-MAIL ACCOUNT AND E-MAILING THE COMPANY FOR INFORMATION --

-- WELL, THAT IS USING THE OLD AWARD-WINNING PARKER NOGGIN.

Dear Customer Support,

My name is Arthur Simek. I work for Miramax Films. A couple of nights ago, my employer attended a party at the Fisk Towers and was very interested in the surveillance technology that they are using.

Your company came highly recommended. My employer has asked me to put together some information on what the set-up entails. I have both time and space needs.

Any information you could forward to me would be very helpful.

CROSS YOUR FINGERS...



**SEND**



OH MAN, ENGLISH LIT STARTED FIVE MINUTES AGO.





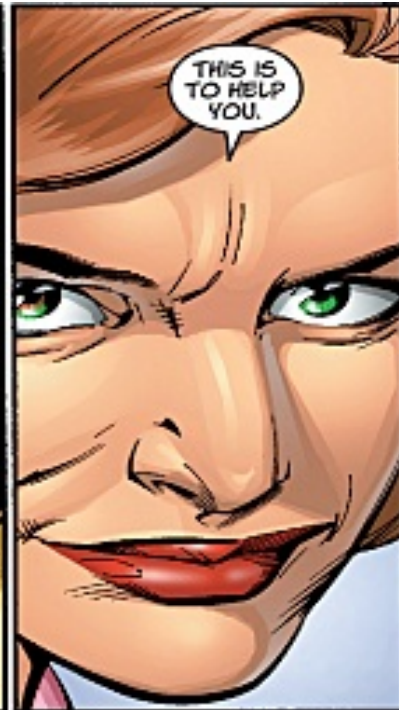




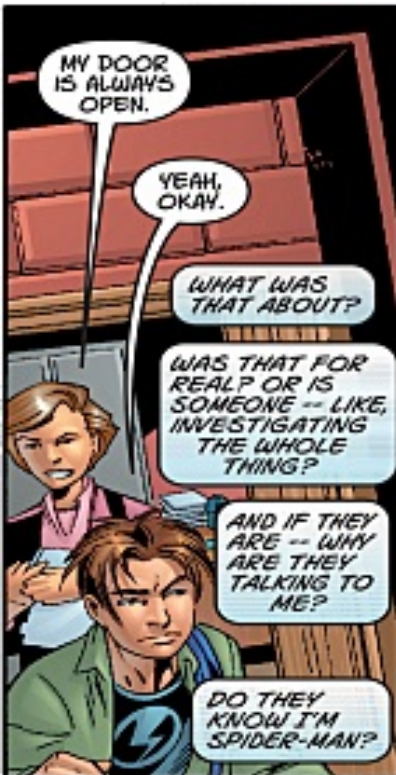














WHY DO I FEEL SO  
GUILTY ABOUT LIZ?

AND I REALLY,  
REALLY DO.

IT WASN'T MY FAULT THAT HARRY'S  
DAD TRIED TO BLOW UP THE SCHOOL.

I SAVED PEOPLE, RIGHT? I DID. I GOT  
HIM OUT OF HERE AND NO ONE GOT HURT.

I DID HELP.

THING IS, THOUGH,  
I CAN PAT MYSELF  
ON THE BACK ALL I  
WANT -- BUT I DIDN'T  
DO IT FAST ENOUGH.

I WASN'T SMART  
ABOUT IT. I WAS  
COCKY AND SILLY  
AND HE ALMOST  
KILLED SOMEONE.

REMINDS  
ME...

SEE IF THAT  
E-MAIL I SENT...

# No Mail

NUTS.

I THOUGHT  
THAT WOULD  
WORK AND --

OH GOD!

4TH PERIOD  
ALREADY  
STARTED.







MAN, SINCE WHEN DID MARY JANE GET SO IRRITATED BY ME?

I MEAN, WE'VE NEVER EVEN HAD A FIGHT IN OUR ENTIRE LIVES AND I NEED TO STAND HER UP FOR ONE LOUSY MOVIE, AND ALL OF A SUDDEN I'M CHARLIE SHEEN.

AND -- HEY -- I DID HAVE A GOOD REASON.

I NEEDED TO HEAL FROM MY SPECTACULAR BUTT-KICKING AT THE KINGPIN'S THE NIGHT BEFORE.

WELL, IT WAS A GOOD REASON, BUT I'M NOT TELLING HER.

MAYBE I SHOULD TELL HER I'M SPIDER-MAN.

MAKES MORE SENSE THAN THIS SNEAKING AROUND AND HURTING MY ONLY FRIEND'S FEELINGS.

I JUST CAN'T UNDERSTAND WHY SHE GOT SO MAD --

You've got mail.

OH MY GOD...

HEY --

-- IT WORKED.

Dear Mr. Simek,

Thank you for your interest in the 4566 Telech System. It is a popular system among many of the Fortune 500 companies and I hope the following information is useful. I have also included links to some of our more technical web pages in hopes that this will help paint a clearer picture of what we can offer you.

If you want to discuss this further or have one of our people come out to you for an evaluation, please feel free to call me directly at 718 555-5567 ext. 23 and I will personally take care of this for you.

Best regards,

Sam Rosen

The 4566 Telech System is the most modern and efficient corporate security system available on the market today.



My name is Patsy Walker -- and welcome to Telech.

## 4566 TELECH

Using the latest in digital recording technology the 4566 Telech System is a series of strategically placed, compact, yet attractive, digital cameras --

Each camera can be programmed to be motion sensitive, sound sensitive, or on a pre-programmed timer. Your choice.

Also, the size of the system is up to you. One camera or one hundred -- the 4566 Telech System will match your needs.



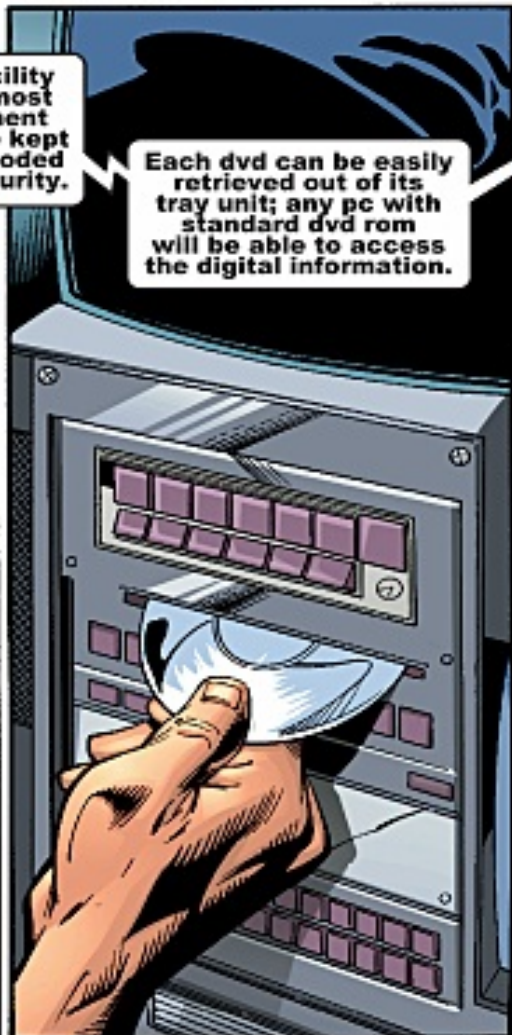
The 4566 Telech System automatically burns each dvd, logs it for time and date...

...and stores it in our specially designed Telech storage facility -- which can hold up to 5,000 dvd's.

This storage facility fits easily into most high rise basement areas and can be kept under lock and coded key for extra security.

Each dvd can be easily retrieved out of its tray unit; any pc with standard dvd rom will be able to access the digital information.

AB-68  
04-07-01  
14:45



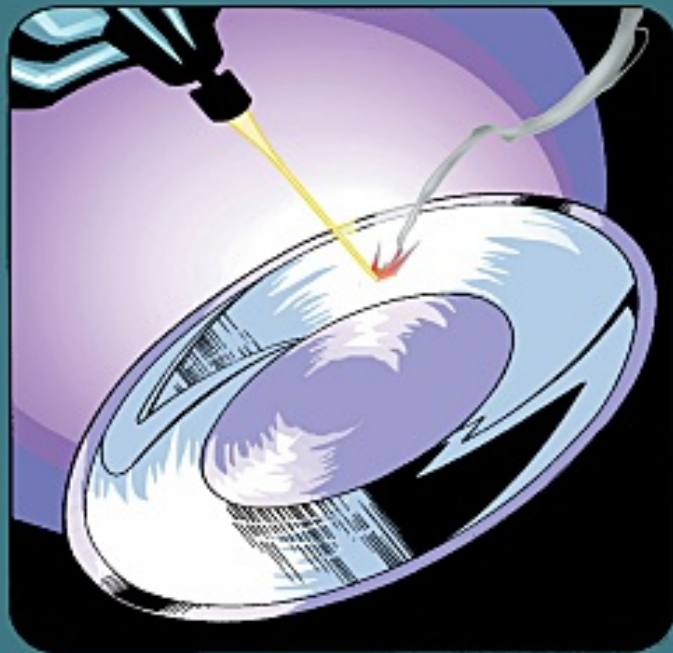


Each camera will record its information digitally using the highest line resolution that digital recording has to offer.

Crisp, clear picture and sound.

All of which is immediately recorded onto a 5RT recordable dvd.

Each dvd can store anywhere up to 12 hours of information.



The Telech System also offers multi screen video surveillance for use with on site security staff.

Whether you have security needs or just want to record your board meetings for accuracy or posterity...

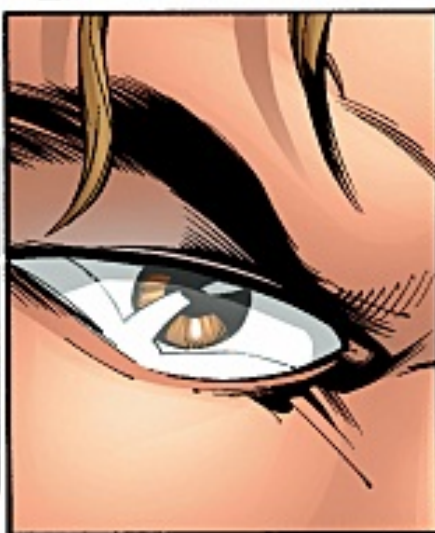
# 4566 TELECH

...the 4566 Telech System will meet your needs.

Thank you for listening.  
Hit reload to start the presentation over.























THIS  
COSTUME  
FAD.

IT'S QUITE  
ANNOYING.



EXCUSE ME --  
I'M LOOKING  
FOR A LITTLE  
PAYBACK...

OH MY  
G--



THANKS.

THAT'S  
A START.

I'LL GO  
FIND THE REST  
MYSELF.



WHAT  
THE --?

HEY!  
LISTEN -- THIS ISN'T  
WHAT IT LOOKS  
LIKE --

UNLESS IT LOOKS  
LIKE THAT COSTUMED FREAK  
SPIDER-MAN PUNCHING YOUR  
FRIEND IN THE FACE SO HE CAN  
BREAK INTO YOUR BOSS'S  
SECURITY SYSTEM.

BECAUSE  
IF THAT'S WHAT IT  
LOOKS LIKE...

...THAT'S  
ACTUALLY  
RIGHT.



D-DON'T --  
DON'T YOU  
MOVE.

















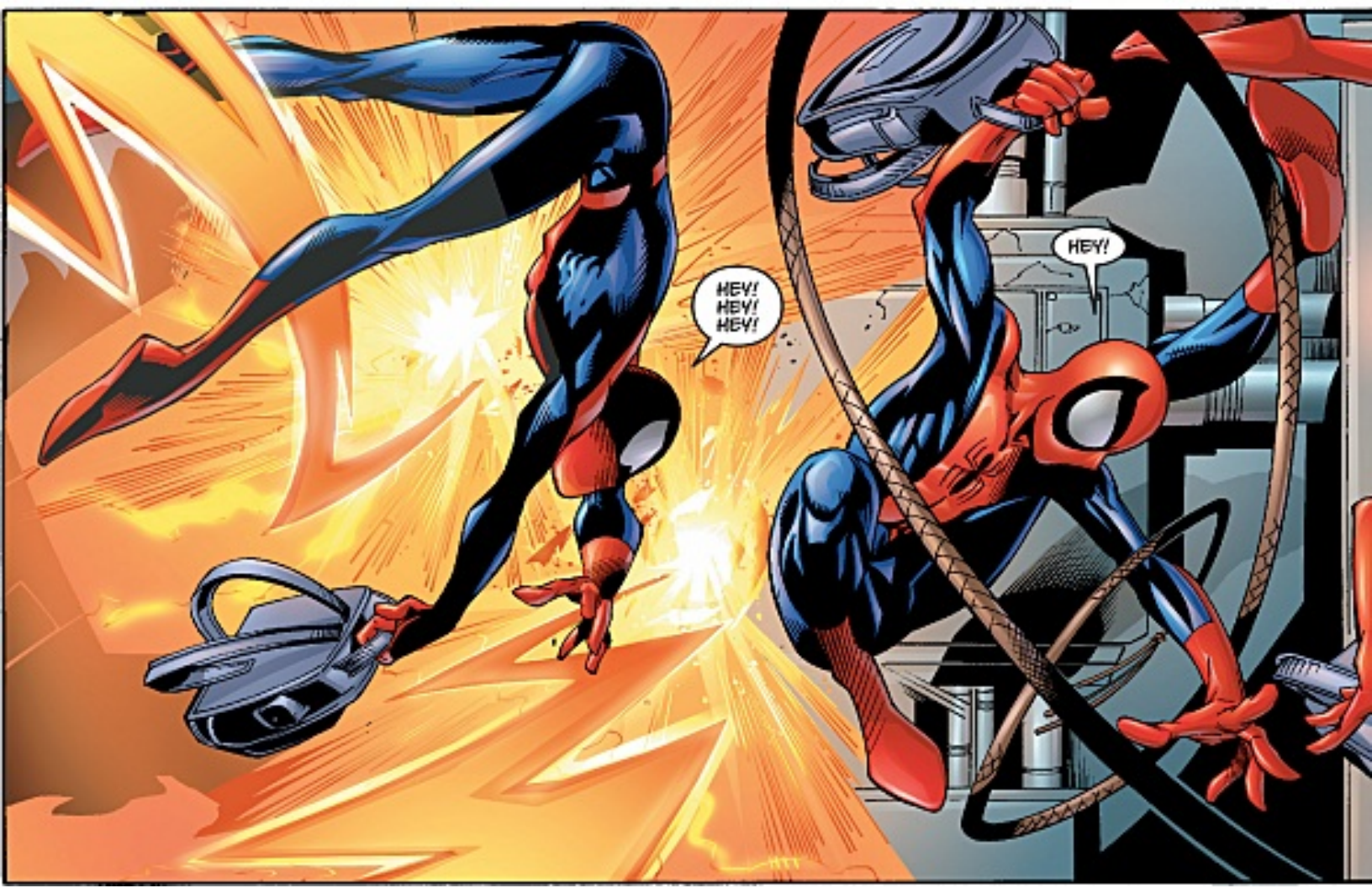




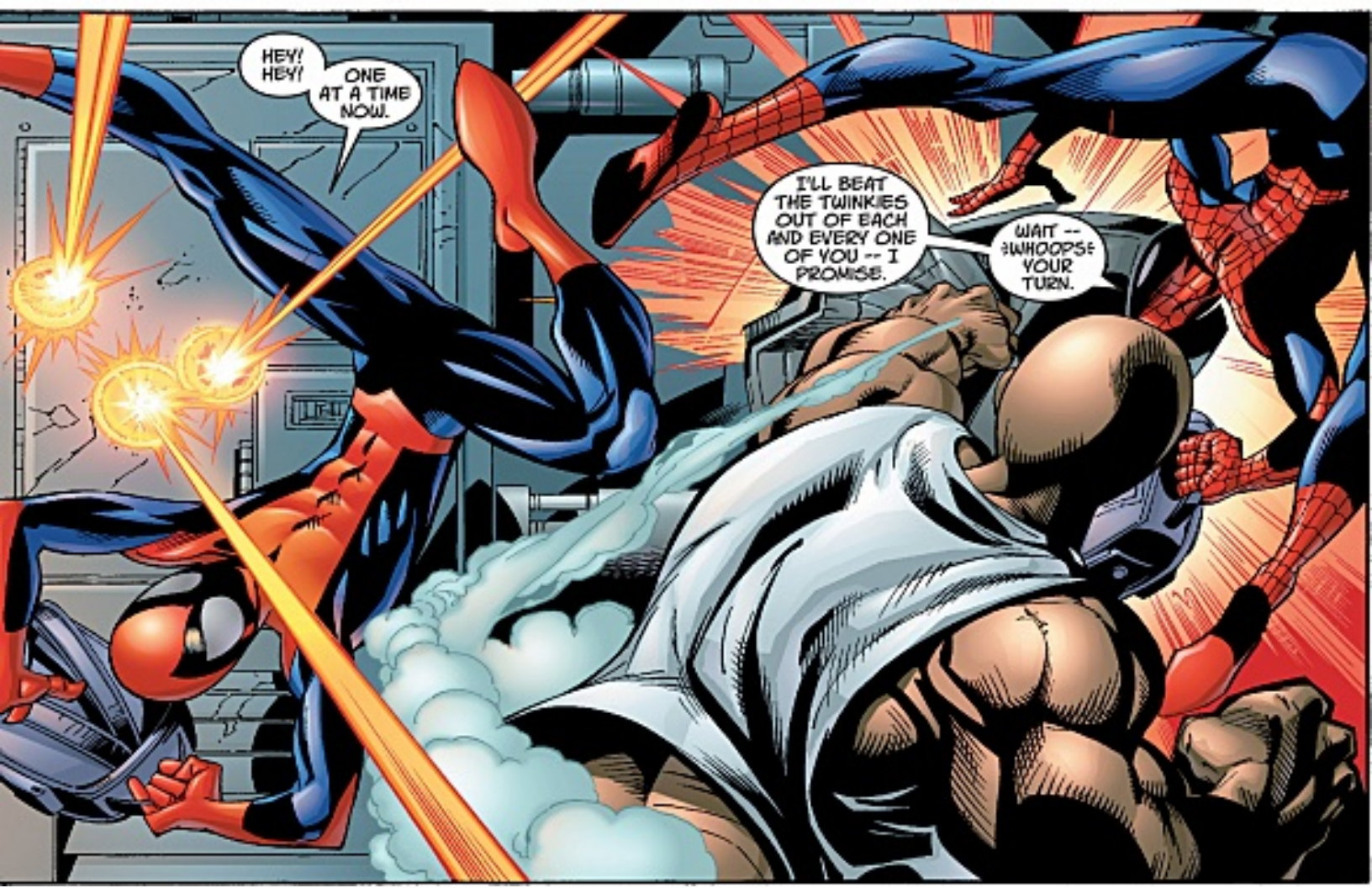
















ALL RIGHT, PARKER,  
YOU CAN DO THIS.

THIS IS YOUR LIFE NOW.  
THIS IS ADULT SWIM.

YOU CAN'T LET  
IDIOTS LIKE  
THIS SCARE YOU.  
YOU CAN'T LET  
THEM WIN. STAND  
AND FIGHT.

FIRST OF  
ALL, LITTLE  
GUY --

-- HOW  
MANY TIMES DO  
I HAVE TO TELL  
YOU...?

NO  
GUNS!

**SPACK  
SPACK**

**AAHH!**

SPIDER-  
BOY, I AM  
SO ENTIRELY  
SICK OF YOU,  
YOU HAVE NO  
IDEA!

**ZZAKKKKRR**

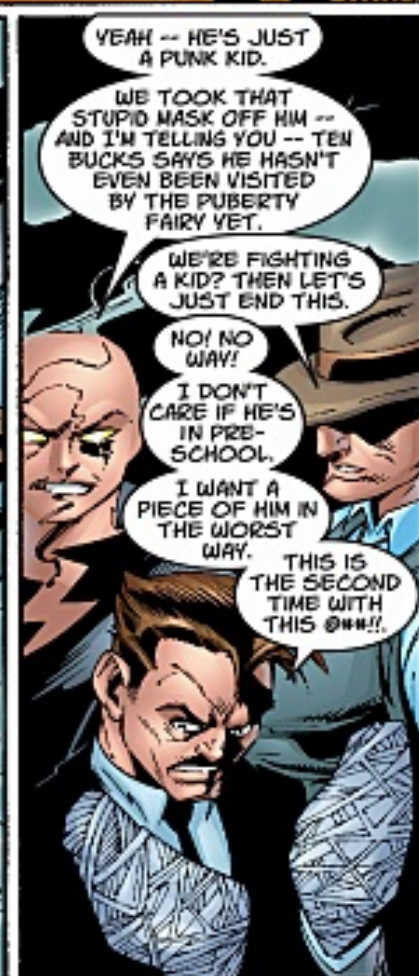
YOU GOT MORE GOING  
ON THAN THESE GUYS.

YOU'RE SMARTER  
THAN ALL OF THEM  
PUT TOGETHER.

YOU CAN  
DO THIS.

JUST KEEP ONE STEP  
AHEAD OF THEM AND...





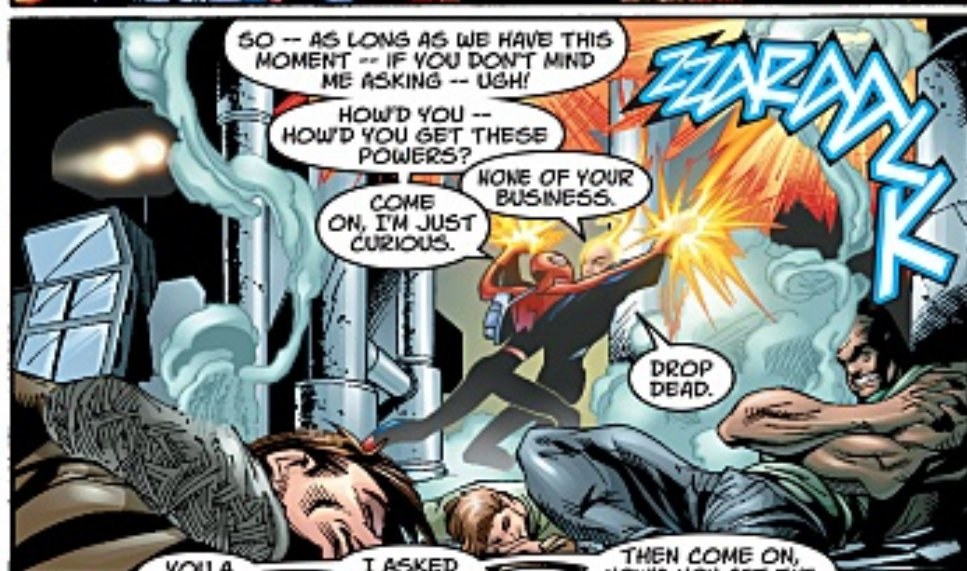




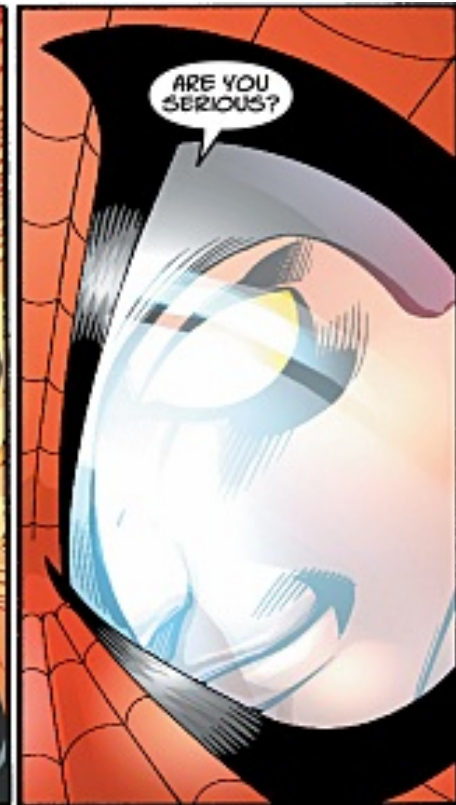
























I -- I  
WON.  
WOW.  
HOW  
ABOUT DEM  
APPLES.



HEY,  
BIG GUY!  
YOU  
STILL WITH  
US?

UGGH --  
I DON'T FEEL  
WELL.

WELL,  
YOU LOOK  
TERRIBLE IF  
THAT MAKES  
YOU FEEL  
BETTER.

LISTEN.  
YOU GOT A  
FAMILY? YOU  
GOT KIDS?  
A MOM?

MMFF -- I  
LOVE MY MOM.



WELL, IF  
YOU DO --  
THEN YOU  
LISTEN.

IT'S  
OVER FOR  
THE KINGPIN.  
OH! VER!

YOU WANT  
TO DO THE  
RIGHT THING FOR  
ONCE IN YOUR  
LIFE?

MARCH YOUR  
INCREDIBLY STUPID  
BUTT RIGHT TO THE  
COPS, FBI OR  
WHATEVER --

-- AND YOU  
CONFESS.

YOU TELL THEM  
EVERYTHING.

BECAUSE HE'S  
GOING BYE-BYE  
EITHER WAY.

Y-YEAH --  
OK.



I -- I DID IT. I WON.

I HAVE THE DISCS. I  
STOOD MY GROUND.

I WON.

HOW ENTIRELY  
COOL AM I?



I DON'T  
KNOW WHAT  
YOU THINK IS  
GOING TO  
HAPPEN --



-- BUT  
THERE IS NO  
WAY IN THIS WORLD  
THAT YOU WILL  
LEAVE HERE  
ALIVE.







WHO  
ARE YOU  
WORKING  
FOR?

YOU'RE  
RIGHT.

YOU  
DON'T KNOW  
ME. YOU DON'T  
KNOW WHY I'M  
DOING THIS.

AND I  
PROMISED MYSELF  
THAT IF I EVER HAD A  
MOMENT FACE-TO-FACE  
WITH YOU AGAIN...  
THAT I WOULD  
TELL YOU.



THERE ARE ALL KINDS OF  
THINGS I WANTED TO SAY  
TO YOU AND I WAS AFRAID  
I WAS GOING TO FORGET  
TO SAY THEM...



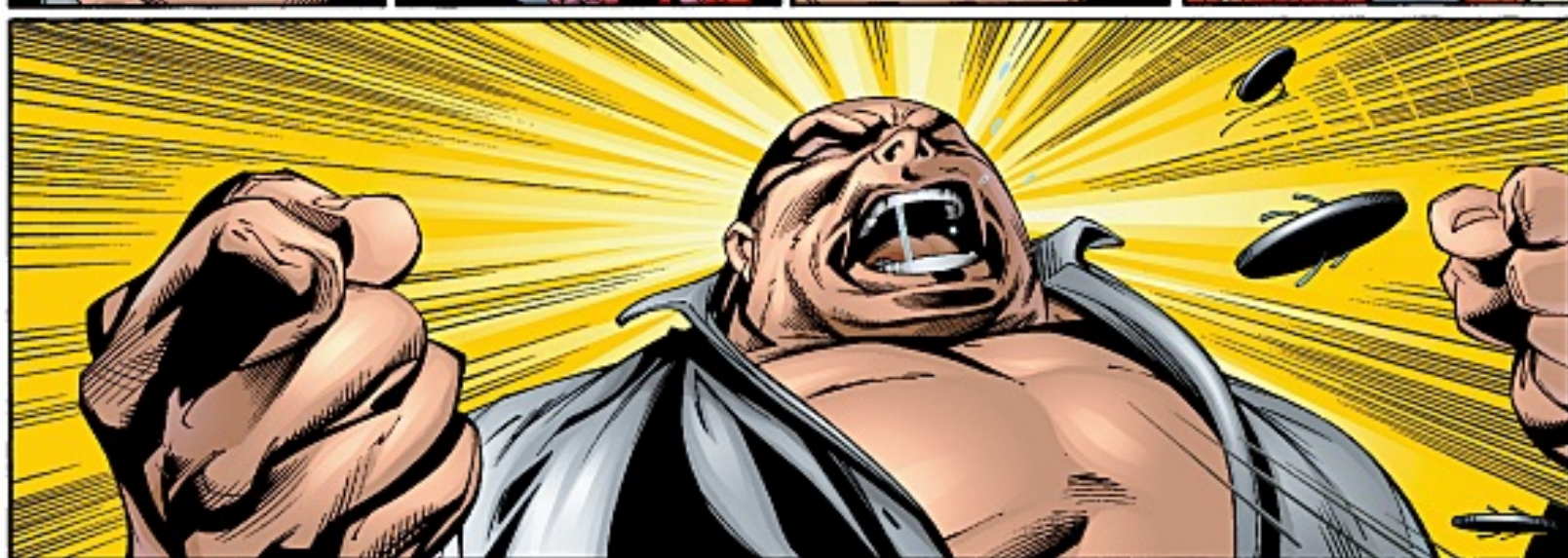
...AND I REALLY  
WANTED TO REMEMBER  
TO TELL YOU THESE  
THINGS BECAUSE THEY ARE  
REALLY IMPORTANT TO ME.



OK...  
HERE  
GOES...











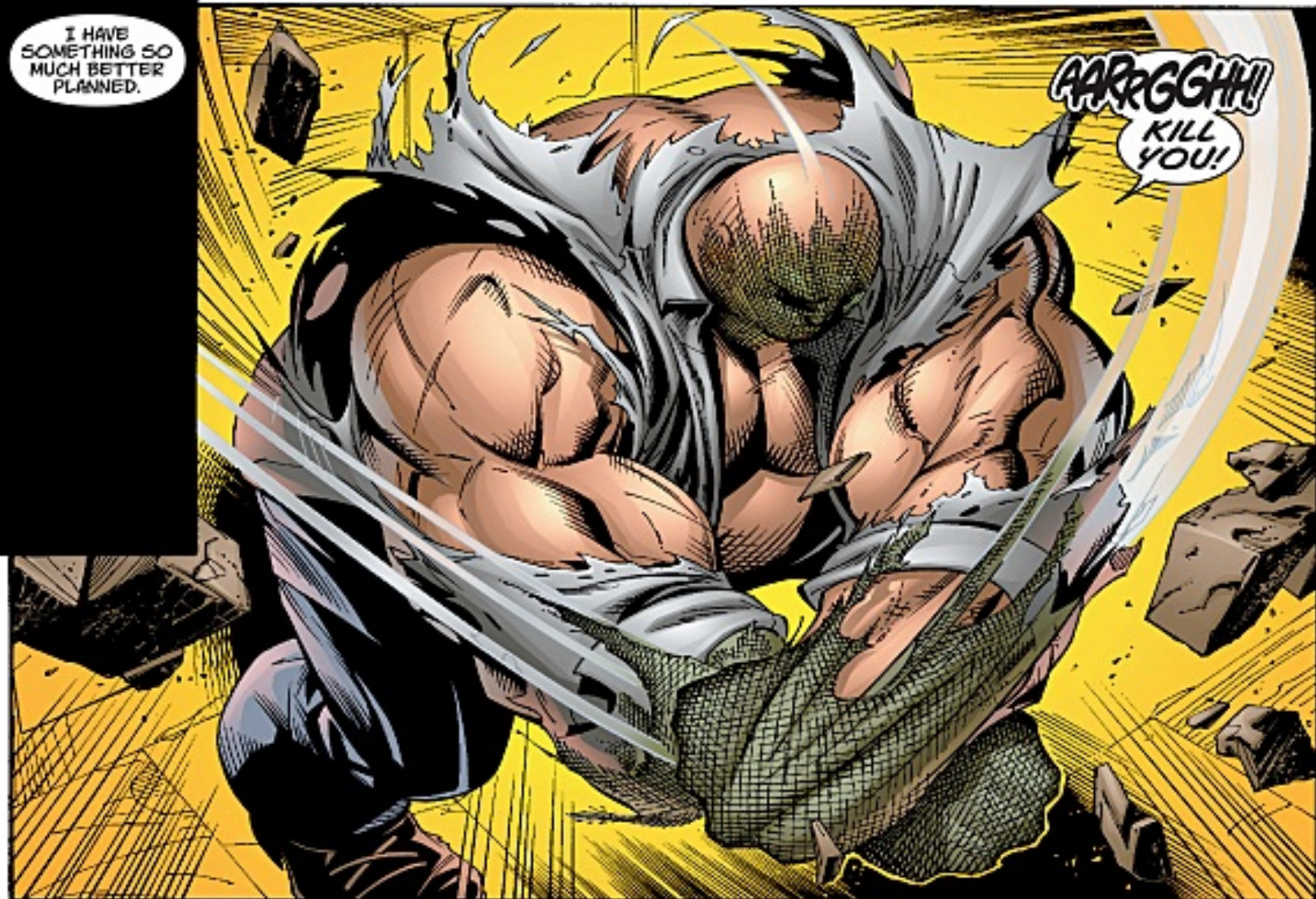






I HAVE  
SOMETHING SO  
MUCH BETTER  
PLANNED.

AARRGGH!!  
KILL  
YOU!



YOU  
LITTLE  
#@\$!!

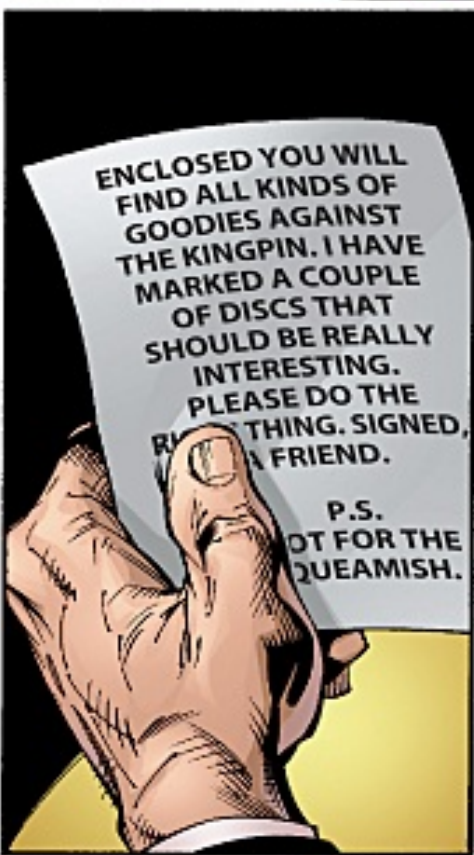
YOU ARE  
SO IN OVER  
YOUR HEAD  
THAT --!

























13















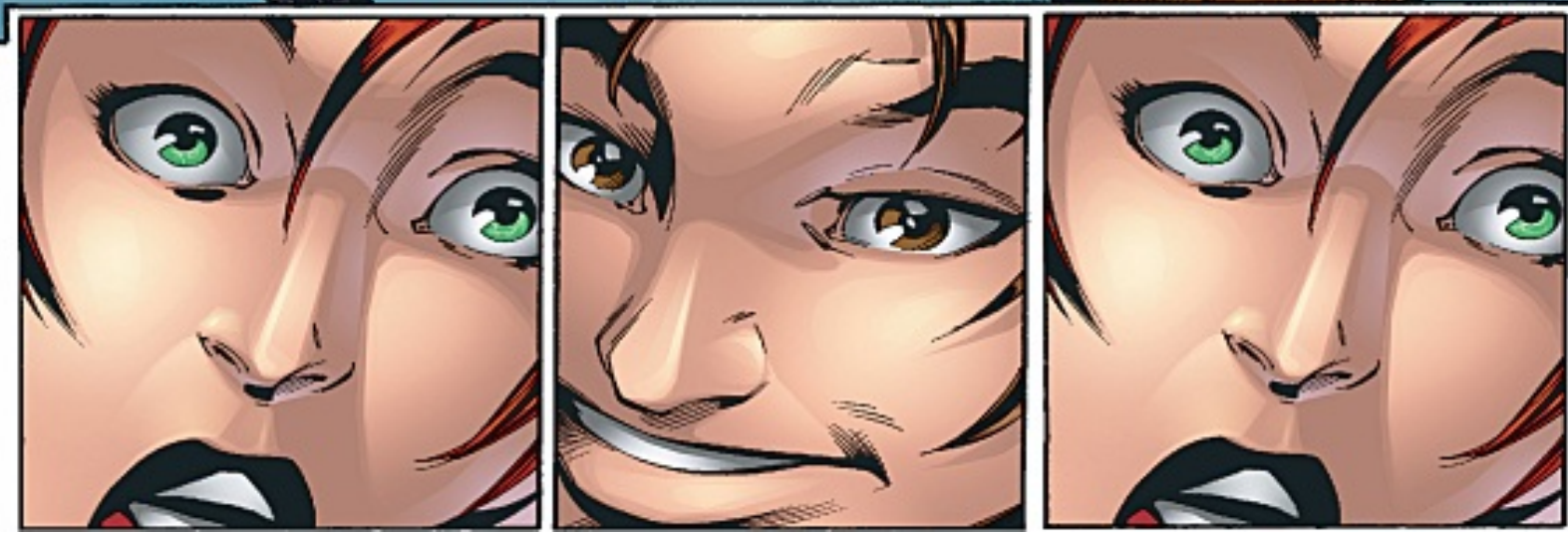




























THE  
SPIDER BIT  
ME.



AAAAH!  
AAAAH!

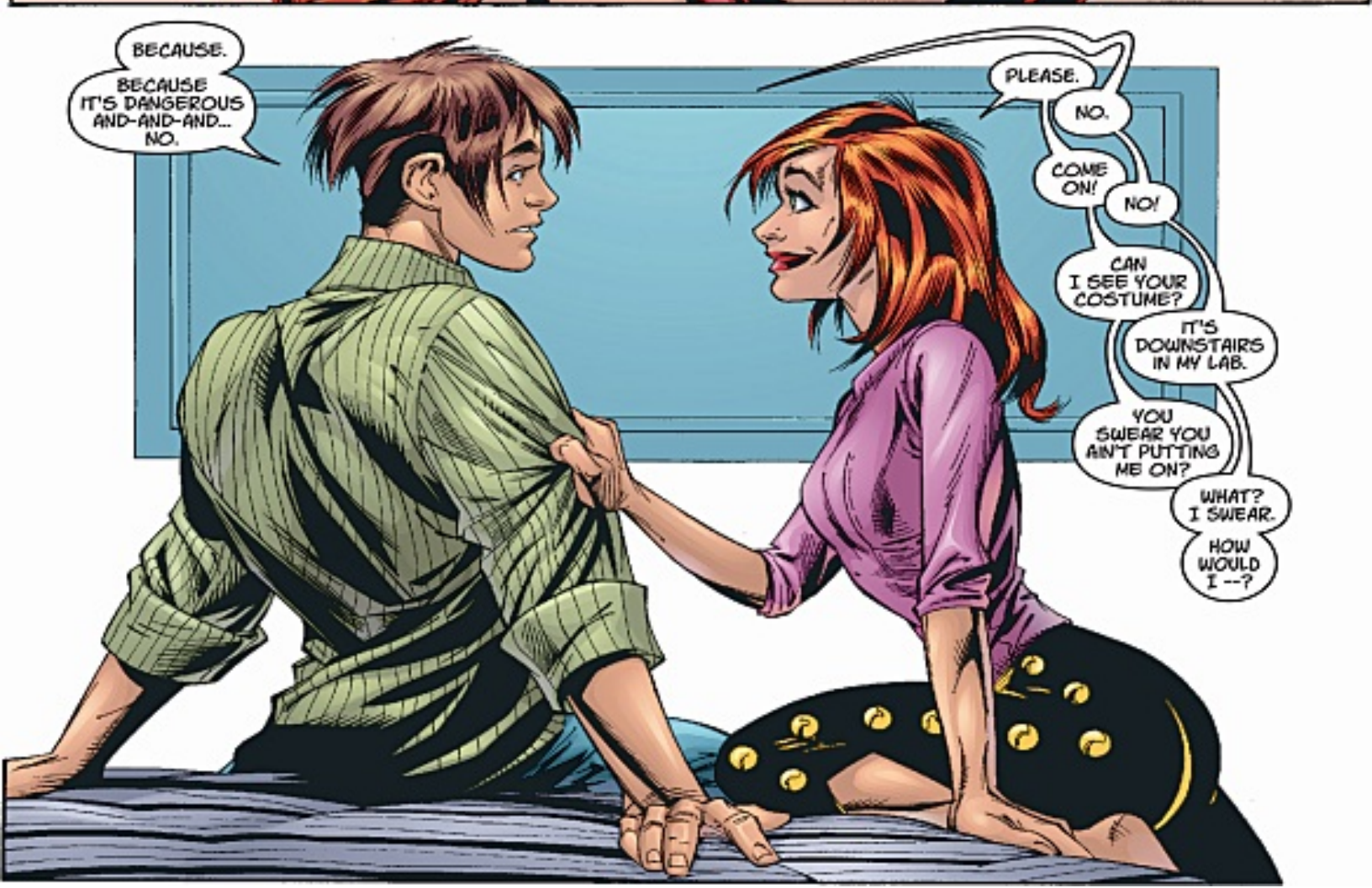
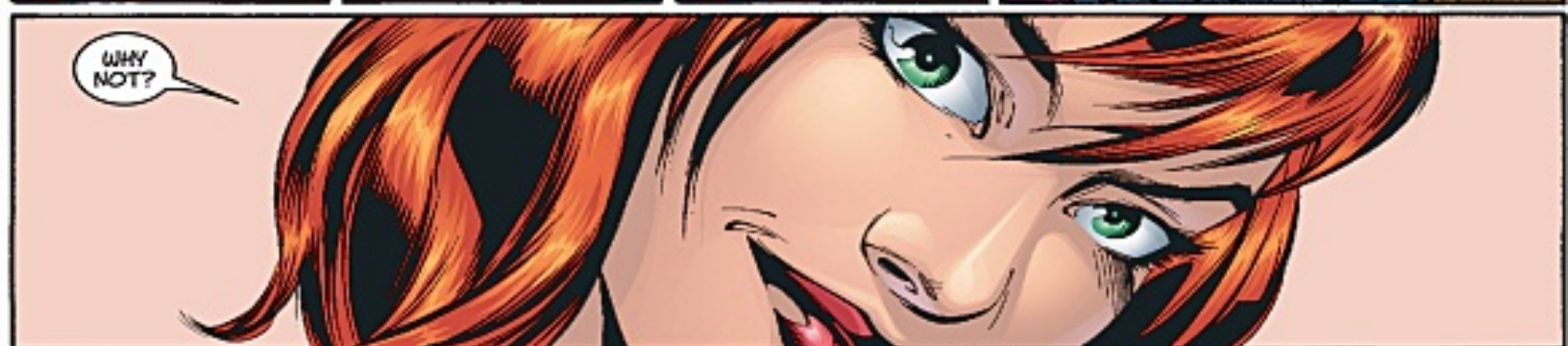


OH MY  
GOD!



























**KNOCK  
KNOCK**



WHAT?

THE  
PHONE. IT'S  
MARY'S  
MOM.



I DIDN'T  
HEAR THE  
PHONE  
RING.

IT  
DIDN'T.  
I  
CALLED  
HER.



HELLO?  
MOM?

WE -- WE  
WERENT.

WE WERE  
NOT.

NO --  
**NO!**

WE WERE  
STUDYING.



GOD!

WHAT?  
WHY?

IT'S 4:30 IN THE  
AFTERNOON.

WHAT? OH,  
COME ON. WE'RE  
IN THE MIDDLE OF  
SOMETHING  
IMPORTANT!

UGGH!





I GOTTA --

-- I CAN'T BELIEVE IT --  
-- BUT I GOTTA GO HOME AND EMPTY THE LITTER BOX.

I JUST PRAY TO GOD YOU TWO ARE BEING SAFE...



OH MY GOD!

I GOTTA GO...



I CAN'T BELIEVE YOU JUST SAID THAT.

YEAH -- I-I GOTTA GO.

THESE ARE DANGEROUS TIMES.



OUR CLOTHES ARE COMPLETELY ON.

YOU HEARD ME.

ARE YOU GONNA CALL ME?

OH -- YOU BETTER BELIEVE IT.











WE'VE HAD  
CABLE SINCE I  
WAS BORN. YES.  
YES, I KNOW.

WHAT  
DO YOU  
KNOW?

UNCLE  
BEN TOLD  
ME.

HE  
DID?

YES!

OKAY  
THEN.



HE TOLD  
YOU ABOUT  
THE...?

OH PLEASE.  
I'M BEGGING  
YOU! PLEASE.  
STOP IT.



ALRIGHT.  
OKAY.  
BUT NO  
HANKY-PANKY  
IN THE  
HOUSE.



YES!



SHE'S A  
SPECIAL  
GIRL.

I KNOW.

I LIKE  
HER.

ME  
TOO.



YOU  
KNOW --  
-- YOUR  
PARENTS  
MET IN HIGH  
SCHOOL.



YEAH,  
I KNOW.







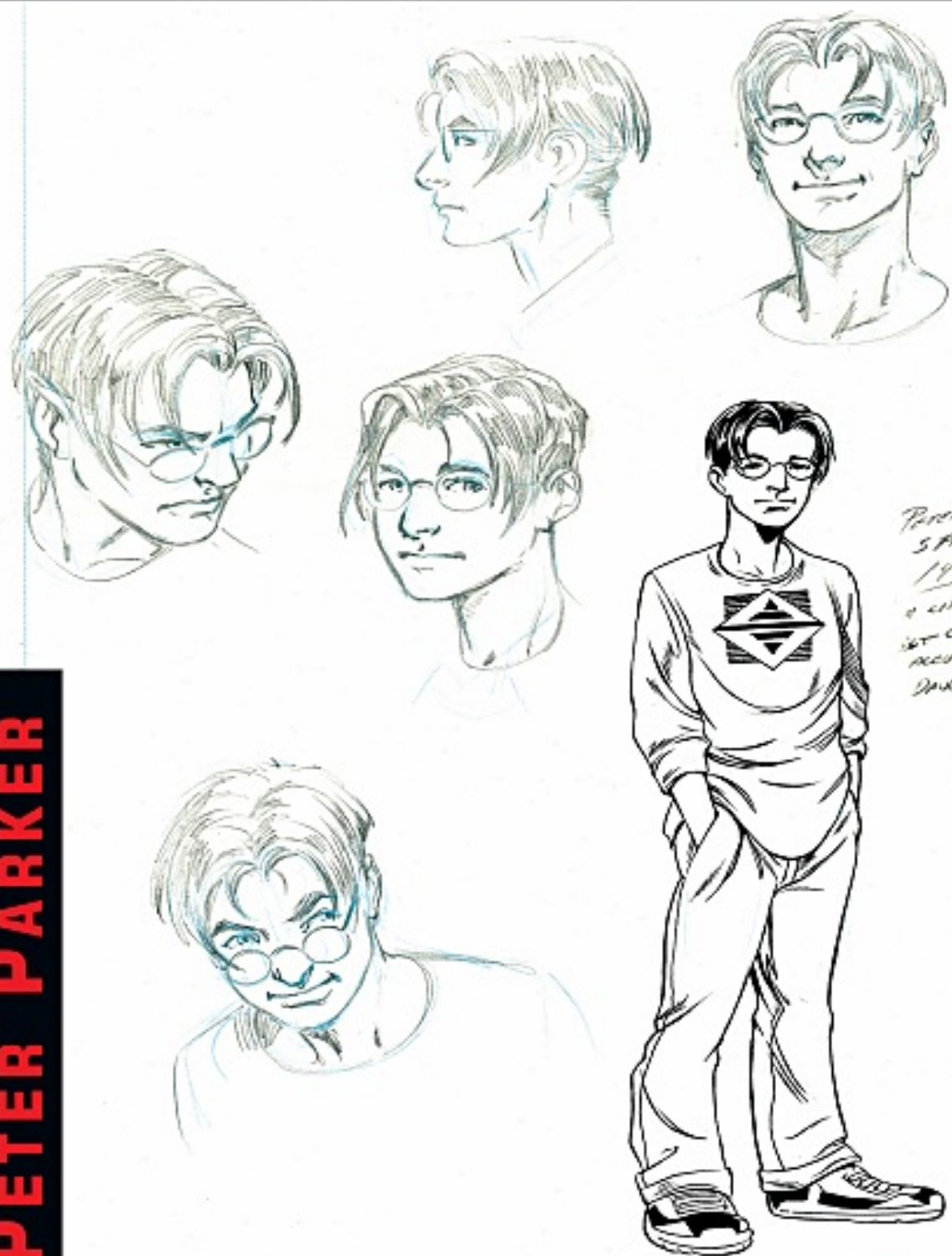






# SKETCHBOOK

PETER PARKER



Peter Parker -  
5'8" - 90 lbs  
140 lbs  
a little weird -  
but cute -  
according to my  
damsels





**J. JONAH JAMESON**

**MONTANA**



**KING KONG**



**FLASH THOMPSON**



**FANCY DAN**



**Ox**



**THE SHOCKER**





**H**igh school, puberty, first dates — there are many pitfalls to being young. Compound these with intense personal tragedy and super-powers, and you can start to visualize the world of Peter Parker, a.k.a. Spider-Man.

Following the murder of his uncle, the assault on his high school and the confusing signals from the beautiful Mary Jane Watson, Peter finds himself on the brink of manhood: getting a job at a New York City newspaper, *The Daily Bugle*, to help support his family and taking on extracurricular activities...like bringing down organized crime head honcho Wilson Fisk, otherwise known as the Kingpin!

Collecting *Ultimate Spider-Man #8-13*, written by **Brian Michael Bendis** (*Avengers*, *New Avengers*) and illustrated by **Mark Bagley** (*Avengers Assemble*, *Fantastic Four*).

**MARVEL**